

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

In re:)	Chapter 11
)	
PCS FINANCIAL CORP.,)	Case Nos. 08-30930
)	Case Nos. 08-30934
In re:)	
)	
PRIME ACCEPTANCE CORP.,)	Judge Hollis
)	
Debtors/Debtors-in-Possession.)	

NOTICE OF MOTION

TO: See Attached Service List

PLEASE TAKE NOTICE that on the 27th day of September, 2011, at the hour of 10:00 a.m., or as soon thereafter as counsel can be heard, I shall appear before the Honorable Pamela S. Hollis, Bankruptcy Judge, in room 644 of the United States Bankruptcy Court in the Everett McKinley Dirksen Federal Building, 219 South Dearborn Street, Chicago, Illinois, or before any other Judge who may be sitting in her place and stead and shall present the **Motion for Allowance of Final Compensation and Reimbursement of Expenses to Debtors' Accountants**, a copy of which is attached hereto and herewith served upon you, and shall pray for the entry of an Order in compliance therewith.

AT WHICH TIME and place you may appear if you so see fit.

/s/David K. Welch
Crane, Heyman, Simon, Welch & Clar
135 S. LaSalle St., Suite 3705
Chicago, Illinois 60603
(312) 641-6777

CERTIFICATE OF SERVICE

The undersigned, being first duly sworn on oath deposes and states that a copy of the foregoing Notice and Motion was caused to be served via First Class Mail properly addressed and postage prepaid to all parties with an asterisk (*) and a copy of the Notice regarding the fee hearing was served upon all parties on the attached service list, on the 2nd day of September, 2011, before the hour of 5:00 p.m.

/s/David K. Welch

SERVICE LIST

PCS Financial Corp. and Prime Acceptance Corp.

United States Trustee*
219 S. Dearborn, #873
Chicago, IL 60604

Thomas S. Kiriakos, Esq. *
Sean Scott, Esq.
Mayer Brown LLP
71 S. Wacker Drive
Chicago, IL 60606

PCS Financial Corp.*
c/o Kenneth Nichol
200 West Jackson Blvd., Suite 710
Chicago, IL 60606-6941

Prime Acceptance Corp. *
c/o Kenneth Nichol
200 West Jackson Blvd., Suite 710
Chicago, IL 60606-6941

Bank of America*
Matthew R. VanSteenhuyse, SVP
55 S. Lake Ave., #900
Pasadena, CA 91101

Bank of Scotland
Christine A. Renard, Senior Vice Pres.
BoS (USA) Inc.
1095 Avenue of the Americas
New York, NY 10036

Jason Nohr
BMO Capital Markets
111 W. Monroe St., 12th Floor
Chicago, IL 60603

David Sherer
Capital One, N.A.
1415 W. 11th St., #750
Oak Brook, IL 60523

Maureen McNally Janes
MB Financial Bank
6111 N. River Road
Rosemont, IL 60018

Internal Revenue Service
c/o Mayer Silber, Esq.
200 W. Adams St., #2300
Chicago, IL 60606

Lenore M. Sesner
6521 N. Newgard, Apt. 2F
Chicago, IL 60626

SW Ewing TTE
Ewing Family Rd. Dated 3/7/2001
5831 London Lane
Dallas, TX 75252

Peter W. Ewing, TTE
Christine E. Ewing Tr. Dtd 11/17/94
1104 Blackthorn Lane
Northbrook, IL 60062

Peter W. Ewing, TTE
Jennifer L. Ewing Tr. Dtd 11/17/94
1104 Blackthorn Lane
Northbrook, IL 60062

Illinois Department of Revenue
Attn: James Newbold
Bankruptcy Section Level 70425
100 W. Randolph
Chicago, IL 60601

Stephen Alex Ewing
c/o Steven W. Ewing
5831 London
Dallas, TX 75252

UCC Direct Services
PO Box 200824
Houston, TX 77216-0824

IBM
PO Box 643600
Pittsburgh, PA 15264-3600

Experian
701 Experian Parkway
Allen, TX 75013

Selden Fox & Assoc., Ltd.
619 Enterprise Dr.
Hinsdale, IL 60521-8835

Comgraphics Inc.
Attn: Denise Kretzer, President
329 W. 18th St., 10th Floor
Chicago, IL 60616

Burke Warren MacKay & Serritella PC
330 N. wabash Ave.
Chicago, IL 60611-3607

LexisNexis
Attn: Brad Menhennet
PO Box 7247-6157
Philadelphia, PA 18170-6157

Midwest Laser Specialists Inc.
7550 S. Quincy St.
Willowbrook, IL 60527

Search America, Inc.
7001 E. Fish Lake Rd.
Maple Grove, MN 55311

North America Press Inc.
820 S. Bartlett Rd.
Streamwood, IL 60107-2407

Corporate Express
PO Box 85708
Chicago, IL 60694-5798

Trans Union LLC
Attn: Ruth Gagolinan
PO Box 99506
Chicago, IL 670693-9506

Alternative Mailing Systems
1447 Howard Ave.
Elk Grove Village, IL 60007-2215

Business 21 Publishing
153 A. Baltimore Pike
Springfield, PA 19064

Daubert Law Firm
Suite 400
1 Corporate Drive
Wausau, WI 54401-1727

Jean Ward hall Trust
Diana W. Jones TTE
246 Landis Lane
Deerfield, IL 60015-3420

Illinois Department of Revenue
Bankruptcy Dept.
P.O. Box 64338
Chicago, IL 60664-0338

Internal Revenue Service
Centralized Insolvency Operations
PO Box 21126
Philadelphia, PA 19114-0326

Kenneth R. Nichol
834 Burning Trail
Carol Stream, IL 60188-3337

Louis G. Gineris
3129 - 76th Court
Elmwood Park, IL 60707-1106

Mario and Sonia Zulaica
c/o Martin Cukjati & Richman, LLP
1802 Blanco Road
San Antonio, TX 78212-2614

Phillip C. Ward
Trustee, Alex Ward
1315 Camino Amparo NW
Albuquerque, 87107-2605

Pitney Bowes Inc.
27 Waterview Drive
Shelton CT 06484-4361

Garvey Office Products
PO Box 74044
Chicago, IL 60690-4044

UPS
Attn: Stephanie Allogio
240 Emery St.
Bethlehem, PA 18015-1980

Reliable Computer Company
1627 Colonial Pkway Suite 100
Palatine, IL 60067-4732

VEF VI LLC
c/o MB Real Estate
36400 Eagle Way
Chicago, IL 60678-0001

Timothy C. Ward
2779 South Blvd.
Dayton, OH 45419

Internal Revenue Service
Mail Stop 5010 CHI
230 S. Dearborn Street
Chicago, IL 60604

Transworld Systems, Inc.
PO Box 14010
Santa Rosa, CA 95402

Andrew W. Ward
4532 Twilight Hills
Dayton, OH 45429

Worldwide Express
719 S. State St., #202
Chicago, IL 60606

Chicago Messenger
3188 Eagle Way
Chicago, IL 60678-1318

Chris Ward, TTE, ECM GRDCH TR
Zachary D. Ward
7842 Braeloch Court
Orland Park, IL 60462

Citibusiness card
PO Box 688901
Des Moines, IA 50368-8901

Covad Communications
PO Box 39000 Dept 33408
San Francisco, CA 94139-3408

First American Core Logic
4 First American Way
Santa Ana, CA 92701

IN THE UNITED STATES BANKRUPTCY COURT
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In re:)	Chapter 11
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PCS FINANCIAL CORP.,)	Case Nos. 08-30930
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PRIME ACCEPTANCE CORP.,)	Judge Hollis
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**MOTION FOR ALLOWANCE OF FINAL COMPENSATION AND
REIMBURSEMENT OF EXPENSES TO DEBTORS' ACCOUNTANTS**

PCS FINANCIAL CORP. ("PCS") and PRIME ACCEPTANCE CORP. ("Prime"), Debtors and Debtors in Possession herein, by and through their Attorneys, make their Motion pursuant to Section 330 of the Bankruptcy Code for Allowance of Final Compensation and Reimbursement of Expenses to Selden Fox, Ltd. ("SFL"), Debtors' Accountants; and in support thereof, state as follows:

Introduction

1. On November 13, 2008, the Debtors filed their voluntary petitions for relief under Chapter 11 of the Bankruptcy Code.
2. The Debtors are operating their businesses and managing their financial affairs as Debtors-in-Possession. No trustee, examiner or committee of unsecured creditors has been appointed to serve in these Chapter 11 cases.
3. On December 2, 2008, this Court entered an Order providing for the joint administration of these Chapter 11 cases.

4. By this Motion, the Debtors request an allowance of final compensation and reimbursement of expenses in the amounts of \$96,527.36 and \$904.66, respectively, to SFL for accounting services rendered to the Debtors during the period October 1, 2010 through June 30, 2011. Itemizations of the accounting services rendered and expenses incurred during the relevant periods are attached to this Motion as **Exhibit A and B**.

5. SFL was previously allowed interim compensation and reimbursement of expenses pursuant to the prior Orders of this Court in the aggregate amount of \$203,855.77, all of which has been paid by the Debtors ("Interim Allowances"). The Debtors also request that this Court approve the Interim Allowances under Section 330 of the Bankruptcy Code.

6. This Court has jurisdiction over this matter pursuant to 28 U.S.C. Sections 157 and 1334. This matter is a "core" proceeding within the meaning of 28 U.S.C. Section 157(b)(2)(A) and (O).

7. The statutory predicates for the relief requested in this Motion are Section 330 of the Bankruptcy Code and Rules 2002(a) and 2016(a) of the Federal Rules of Bankruptcy Procedure.

Relevant Factual Background

8. PCS is an Illinois corporation that is engaged in the business of commercial lending to third parties, which loans are generally secured by the borrowers' accounts receivable and other property. Prime is the wholly owned subsidiary of PCS. Prime is engaged in business as a consumer finance company that purchases credit

contracts at less than the face value thereof from retailers that sell products to third party consumers. PCS and Prime operate their businesses from a leased premises at 200 West Jackson Boulevard, Chicago, Illinois. PCS and Prime employ approximately 60 employees at this location. The businesses of PCS and Prime have been in existence since 1953. In 2007, PCS and Prime had combined gross sales in the approximate amount of \$39,377,479.00 (\$11,436,238.00 for PCS and \$27,941,241.00 for Prime) and had combined gross sales as of October 31, 2008, in the approximate amount of \$32,374,814.00 (\$8,180,161.00 for PCS and \$24,194,653.00 for Prime).

9. The Debtors' principal secured creditor is Bank of America which, as of the filing of these Chapter 11 cases, was asserting a secured claim in excess of \$62,000,000.00 secured by liens on virtually all of the Debtors' assets. Within the approximate twelve months preceding the filing of these Chapter 11 cases, the Debtors, in addition to making current interest payments to the Bank, reduced the principal indebtedness due to the Bank by approximately \$24,000,000.00.

10. This Court has entered a series of Orders authorizing the Debtors to use cash collateral and providing for adequate protection of the secured interests of Bank of America. Pursuant to these Cash Collateral Orders, as of June 30, 2011, the Debtors have made post-petition payments to the Bank in the approximate amount of \$4,900,000.00.

11. The Debtors have successfully renegotiated the terms and conditions of extensions of their Finance Agreements with their five (5) major dealers. The renegotiation of the Finance Agreements are major steps toward accomplishing a successful reorganization.

12. The Debtors have also assumed the lease of their business premises

pursuant to the prior Order of this Court.

13. On June 28, 2011 this Court entered an Order confirming the Debtors' First Amended Plan of Reorganization ("Plan").

Fees and Expenses of SFL

14. On December 11, 2008, this Court entered an Order authorizing the Debtors to retain SFL as their Accountants with compensation subject to the prior approval of this Court. SFL's retention was retroactive to November 13, 2008.

15. SFL received no retainer for this engagement and has been allowed three prior allowances of interim compensation and reimbursement of expenses in the aggregate amount of \$203,855.77.

16. SFL's representation of the Debtors during the relevant period has primarily related to the preparation of federal and state income tax returns for the Debtors (including amended tax returns), the audit of the Debtors' financial statements and assistance relating to the Plan.

17. The accounting services rendered and expenses incurred by SFL have been essential to the business operations of the Debtors, as well as to Debtors' compliance with the loan documents with the Bank and satisfaction of the Debtors' obligations under the Cash Collateral Orders. Furthermore, these accounting services have facilitated the Debtors' reorganization efforts in these Chapter 11 cases.

Conclusion

18. Other than as provided in Section 504(b) of the Bankruptcy Code, SFL has not shared, nor agreed to share, any compensation as a result of these cases with any

person, firm or entity. The sole and exclusive source of compensation shall be funds of the Debtors. As of the filing of this Motion, the Debtors have in excess of \$4,900,000.00 in cash on deposit in their accounts.

19. The final compensation sought in this Motion is reasonable compensation for the actual and necessary accounting services rendered based upon the time, nature, extent and value of such professional services. The cost of the accounting services rendered for and on behalf of the Debtors is comparable to the cost of similar services in matters other than under the Bankruptcy Code.

20. The expenses for which reimbursement is sought in this Motion are also reasonable and were actual and necessary expenditures required in the representation of the Debtors.

21. The final compensation and expenses requested are fair, reasonable and warranted under the circumstances.

22. The Debtors also request that this Court approve the Interim Allowances under Section 330 of the Bankruptcy Code.

WHEREFORE, PCS FINANCIAL CORP. and PRIME ACCEPTANCE CORP., Debtor and Debtor in Possession herein, pray for the entry of an Order allowing final compensation and reimbursement of expenses to Selden Fox, Ltd. In the amounts of \$96,527.36 and \$904.66, respectively, approving the Interim Allowances under Section 330 of the Bankruptcy Code and granting such other relief as may be just and appropriate.

Respectfully submitted,

PCS FINANCIAL CORP
PRIME ACCEPTANCE CORP.,
Debtors/Debtors-in-Possession

By: /s/David K. Welch

DEBTORS' COUNSEL:

David K. Welch, Esq. (Atty. No. 06183621)

Arthur G. Simon, Esq. (Atty. No. 03124481)

Scott R. Clar, Esq. (Atty. No. 06183741)

Jeffrey C. Dan, Esq. (Atty. No. 06242750)

Crane, Heyman, Simon, Welch & Clar

135 South LaSalle Street, Suite 3705

Chicago, IL 60603

TEL: (312) 641-6777

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